

## **EXHIBIT D**

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**TAKEOVER INDUSTRIES, INC.**  
**MINUTES OF SPECIAL MEETING OF DIRECTORS**  
September 21, 2022

A special meeting of the directors of Takeover Industries, Inc. took place on September 21, 2022. The meeting took place via video conferencing.

All Directors agreed that the notice requirement for the meeting was met and/or waived.

The following resolutions were considered after appropriate review and motion:

RESOLVED, Toby McBride shall immediately take a 60-day leave of absence ("Leave of Absence") in order to allow the Company, the time to investigate issues and then reconvene to review and discuss findings.

RESOLVED, that during the Leave of Absence, McBride shall refrain from any and all discussions or interactions regarding or referencing the business of Takeover Industries, its parent, or associated entities.

RESOLVED, that during the Leave of Absence, McBride or his assigns shall not be entitled to or receive any funds from Takeover Industries, Inc.

There being no further business before the directors of the Company, the meeting was adjourned.

By executing below, the undersigned directors acknowledge their review and approval of the foregoing minutes.

DocuSigned by:  
  
C18132C28CFC464...  
Toby McBride, Director

Dated: September 21, 2022

DocuSigned by:  
  
BA42A8E40F43470...  
Joseph Pavlik, Director

Dated: September 21, 2022

DocuSigned by:  
  
B66AD32420DE434...  
Jason Tucker, Director

Dated: September 21, 2022